

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas, 77056, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas, 76102.

Secretary
October 22, 1976
Page Two

The equipment covered by the First Supplemental Agreement and the First Supplemental Assignment is described in Attachment A and Exhibit A hereto.

The equipment covered by the Bill of Sale is described on the attached Exhibit A-1.

Enclosed is a check for the necessary amount to cover the recordation fee.

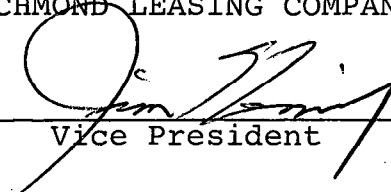
The enclosed Bill of Sale has been executed in connection with Richmond Leasing Company Equipment Trust Agreement, Series 9, recorded under Recordation No. 8462 on August 31, 1976, at 12:40 p.m.

You are hereby authorized to deliver one executed counterpart of the First Supplemental Agreement, First Supplemental Assignment and the Bill of Sale with filing date notes thereon, following recordation, to the representative of Messrs. Sidley & Austin who is delivering this letter and said enclosure to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

8462-F
RECORDATION NO. Filed & Recorded

OCT 27 1976 1 20 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY

Equipment Trust, Series 9

BILL OF SALE

THIS CONTRACT, dated this 22nd day of October, 1976,
by and between Richmond Leasing Company, a corporation
organized and existing under the laws of the State of Dela-
ware (hereinafter called "Seller"), and The First National
Bank of Fort Worth, a national banking association incorporated
and existing under the laws of the United States, as Trustee
(hereinafter called "Buyer"), pursuant to Richmond Leasing
Company Equipment Trust, Series 9, dated August 31, 1976.

In consideration of \$10.00 in hand paid, receipt of
which is hereby acknowledged, Seller does hereby sell and
convey to the Buyer the railroad cars described in Exhibit A
attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the de-
scribed property and that the described property is free
from all liens and encumbrances (including any leasehold
interest) other than the Existing Leases described in the
attached Exhibit B; and Seller further agrees to forever
warrant and defend the title to the described property unto
Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By Glenn A. Welsh
Glenn A. Welsh, President

[SEAL]

ATTEST

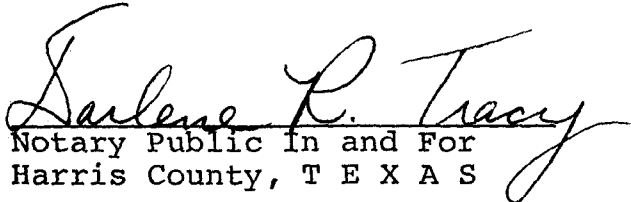
S. Ann Lusk
S. Ann Lusk, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared GLENN A. WELSCH, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of October, 1976.


Notary Public in and For
Harris County, T E X A S

(SEAL)

EXHIBIT A
RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 9

<u>Lessee.</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthl Rental</u>
Shell Oil Company	28	DOT105A400W	33,500	RTMX 3840 thru 3867	\$1,396,808	3 mo.	Oct.1976	\$15,12

EXHIBIT B

LEASES

1. Letter Lease Agreement dated September 15, 1976, and accepted October 12, 1976, between Richmond Leasing Company and Shell Oil Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,500 Gallons DOT105A400W	RTMX 3840 thru 3867